

RECORDATION NO. 299441 FILED

OCT 19 '11 -2 00 PM

SURFACE TRANSPORTATION BOARD

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October 19, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Limited Net Railcar Lease, dated as of April 5, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are:

Lessor	BBRX Five LLC 545 Steamboat Road Greenwich, CT 06830
Lessee.	BNSF Railway Company 2500 Lou Menk Drive Fort Worth, TX 76131

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A description of the railroad equipment covered by the enclosed document
is

99 railcars AOK 65710 – AOK 65763 and AOK 65765 – AOK 65809

A short summary of the document to appear in the index is

Memorandum of Limited Net Railcar Lease.

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,



Edward M Luria

EML/sem
Enclosures

APR 19 '11 -2 00 PM

MEMORANDUM OF LIMITED NET RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LIMITED NET RAILCAR LEASE dated as of this 15th day of April, 2011, effective as of October 1, 2010, is entered into between BBRX FIVE LLC, a Delaware limited liability company (the "Lessor") and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee") and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and Lessee entered into that certain Limited Net Railcar Lease dated April 15, 2011 and Schedule No. 01 thereto (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers as of the date set forth below.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Limited Net Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessor by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

BBRX FIVE LLC, as Lessor

By: [Signature]
Name: Lanny Littlefield
Title: Vice President
Date: 4-18-11

I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessee by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY, as Lessee

By: [Signature]
Name: FG DRAPER
Title: VP
Date: 4-15-11

EXHIBIT A

TO MEMORANDUM OF LIMITED NET RAILCAR LEASE

Quantity of Cars/Car Description

Ninety-nine (99) 5161 cubic foot 112-ton trough-sill triple hopper covered grain railcars, built by Trinity Industries.

Reporting Mark and Numbers

AOK 65710	AOK 65743	AOK 65777
AOK 65711	AOK 65744	AOK 65778
AOK 65712	AOK 65745	AOK 65779
AOK 65713	AOK 65746	AOK 65780
AOK 65714	AOK 65747	AOK 65781
AOK 65715	AOK 65748	AOK 65782
AOK 65716	AOK 65749	AOK 65783
AOK 65717	AOK 65750	AOK 65784
AOK 65718	AOK 65751	AOK 65785
AOK 65719	AOK 65752	AOK 65786
AOK 65720	AOK 65753	AOK 65787
AOK 65721	AOK 65754	AOK 65788
AOK 65722	AOK 65755	AOK 65789
AOK 65723	AOK 65756	AOK 65790
AOK 65724	AOK 65757	AOK 65791
AOK 65725	AOK 65758	AOK 65792
AOK 65726	AOK 65759	AOK 65793
AOK 65727	AOK 65760	AOK 65794
AOK 65728	AOK 65761	AOK 65795
AOK 65729	AOK 65762	AOK 65796
AOK 65730	AOK 65763	AOK 65797
AOK 65731	AOK 65765	AOK 65798
AOK 65732	AOK 65766	AOK 65799
AOK 65733	AOK 65767	AOK 65800
AOK 65734	AOK 65768	AOK 65801
AOK 65735	AOK 65769	AOK 65802
AOK 65736	AOK 65770	AOK 65803
AOK 65737	AOK 65771	AOK 65804
AOK 65738	AOK 65772	AOK 65805
AOK 65739	AOK 65773	AOK 65806
AOK 65740	AOK 65774	AOK 65807
AOK 65741	AOK 65775	AOK 65808
AOK 65742	AOK 65776	AOK 65809

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 10/19/11

Edward M Luria
Edward M Luria